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A LAW PARTNERSHIP INCLUDING
PROFESSIONAL CORPORATIONS

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(202) 463-6300

September 18, 1995

VIA UNITED PARCEL SERVICE

Mr. Brewster Kahle
Wide Area Information Servers, Inc.
690 Fifth Street
San Francisco, CA 94107

VIA MESSENGER

Allen L. Morgan, Esq.
Wilson, Sonsini, Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, CA 94304-1050

Re: America Online, Inc. Acquisition of Wide Area Information Servers, Inc.-
Closing Volumes

Gentlemen:

Enclosed for each of you is a copy of the closing volume for the transaction listed above.
Please confirm receipt by executing a copy of this letter and returning it to me in the enclosed envelope.

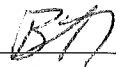
Should you have any questions, feel free to contact me at (415) 858-7657.

Very truly yours,



Deborah A. Shaw
Corporate Case Assistant

Receipt Confirmed:

By: 
Name: Brewster Kahle
Title: CEO WAIS Inc

Enclosures

cc: Paul F. Baker, Esq. (w/out enclosure)
Mark C. Stevens, Esq. (w/out enclosure)
Harry Boadwee, Esq. (w/out enclosure)



April 18, 1995

Mr. Brewster Kahle
President
WAIS Inc.
690 Fifth Street
San Francisco, CA 94107

Dear Brewster:

Confirming our discussion of earlier today, America Online is willing to make an exception on the raise policy during the due diligence period. this exception covers Claude Devarenne and Will Tuthill and is based on an assessment that they are significantly underpaid compared to market value, and would be a major loss if they left.

Sincerely,

David H. Kaiser
Vice President, Websoft Projects



April 18, 1995

Mr. Brewster Kahle
President
WAIS Inc.
690 Fifth Street
San Francisco, CA 94107

Dear Brewster:

I have discussed the situation with the government contracts with Bill Dunn. We both believe that the government contracts are immaterial to America Online's interest in acquiring WAIS and are comfortable with them being included in your exceptions list.

Sincerely,

David H. Kaiser
Vice President, Websoft Projects

DHK/mfv

CONFIDENTIAL

WAIS Inc

Wide Area Information Servers
1040 Noel Drive
Menlo Park, California 94025
415-617-0444
FAX 415-327-6513

FAX Cover Sheet

Date: October 31, 1994

To: Suzanne Bell
Wilson Sonsini...

FAX: 415-493-6811 / 496-4088
Phone: 415-354-4200 4920

From: Brewster Kahle
WAIS Inc.

FAX: 415-327-6513
Phone: 415-617-0444

Pages Transmitted (including cover sheet): 19

Remarks:

WAIS Inc

Wide Area Information Servers
1040 Noel Drive
Menlo Park, California 94025
415-617-0444
FAX 415-327-6513

FAX Cover Sheet

Date: 10/24/94

To: Chris Younger / Wilson Sansini G+R.

FAX: 415-496-485

Phone: 415-354-4220

From: Brewster Kahle

FAX: 415-327-6513

Phone: 415-617-0444

Pages Transmitted (including cover sheet): 3

Remarks:

Date: Sun, 23 Oct 1994 17:34:48 -0800
To: judy
From: Brewster@wais.com (Brewster Kahle)
Subject: Re: Returned mail: Cannot send message for 3 days

Please fax this to chris younger.

Chris-- it looks like mail from you works, but mail to you does not.
Please please work with your MIS department. Email was one of the reasons
we switched lawyers. It is important.

Thanks!

-brewster

At 2:11 PM 10/22/94, Mail Delivery Subsystem wrote:
> ----- Transcript of session follows -----
>421 ccsmtp.wsgr.com: Host ccsmtp.wsgr.com is down
>
> ----- Unsent message follows -----
>Return-Path: <Brewster@wais.com>
>Received: from [192.216.46.109] by wais.wais.com (4.1/SMI-4.1/Brent-911016)
> id AA06810; Wed, 19 Oct 94 15:00:28 PDT
>Message-Id: <aacb551d0a021004143a@[192.216.46.109]>
>Mime-Version: 1.0
>Content-Type: text/plain; charset="us-ascii"
>Date: Wed, 19 Oct 1994 14:59:24 -0800
>To: cyounger@ccsmtp.wsgr.com
>From: Brewster@wais.com (Brewster Kahle)
>Subject: Re: Softcopy of Clean-up Documents
>
>
>I got the mail, thanks!
>
>-brewster
>
>At 4:25 PM 10/18/94, cyounger@ccsmtp.wsgr.com wrote:
>> Brewster:
>>
>> I hope this gets through. Attached (hopefully) are
>> several documents, all of which you will receive hard copies
>> tomorrow. They are, in no particular order but by way of
>> reference:
>>
>> Consulting Agreement
>> Stock Option Grant Table
>> 1994 Stock Plan
>> Notice of Stock Grant Purchase Right
>> Stock Option Agreement
>> Stock Option Agreement - Early Exercise
>> Employment, Confidentiality and Invention Assignment
>> Agreement
>> Indemnification Agreement
>> Restated Bylaws
>> Shareholder Consent (form of)
>> Promissory Note (form of)
>> Employee Handbook
>>
>> Missing, of course, are the final minutes which Allen
>> is reading over one final time. The forms of Shareholder
>> Consent and Promissory Note are only that - forms. I
>> included them just to give you an advance look at what we

>> will be executing shortly.

>>
>> If you could, please check over the option table first
>> and let me know of any discrepancies (by fax since our
>> e-mail seems to be misfiring). Please note one
>> correction I have not made yet - but which will appear on
>> the final table tomorrow - Bruce Gilliat gets
>> 100,000 shares, not 75,000. I apologize for this.

>>
>> You will note two forms of Stock Option Agreement. The
>> first is for normal vesting. The latter, denoted "Early
>> Vesting" is to account for employees whom you wish to have
>> early vesting (hence the creative title).

>>
>> Should you have any questions, please do not hesitate
>> to call.

>>
>> Regards,

>>
>> Chris

>>
>>The following is an attached File item from cc:Mail. It contains
>>eight bit information which had to be encoded to insure successful trans-
>>mission through various mail systems. To decode the file use the UUDECODE
>>program.

>>----- Cut Here -----

>>
>>The following is an attached File item from cc:Mail. It contains
>>eight bit information which had to be encoded to insure successful trans-
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 >>eight bit information which had to be encoded to insure successful trans-
 >>mission through various mail systems. To decode the file use the UUDECODE
 >>program.

>>----- Cut Here -----

>>

>>Attachment converted: Than's Duo:BYLAWS.W42 (????/----) (00002AB3)
 >>Attachment converted: Than's Duo:CONSULT2.AGT (????/----) (00002AB4)
 >>Attachment converted: Than's Duo:EMPTY.HBK (????/----) (00002AB5)
 >>Attachment converted: Than's Duo:PROM.NOT (????/----) (00002AB6)
 >>Attachment converted: Than's Duo:SHCON.STP (????/----) (00002AB7)
 >>Attachment converted: Than's Duo:STKOPT.GRA (????/----) (00002AB8)
 >>Attachment converted: Than's Duo:1 (????/----) (00002AB9)
 >>Attachment converted: Than's Duo:TPM02H.W42 (????/----) (00002ABA)
 >>Attachment converted: Than's Duo:TPM02J.W42 (????/----) (00002ABB)
 >>Attachment converted: Than's Duo:TPM02I.R1 (????/----) (00002ABC)
 >>Attachment converted: Than's Duo:TPM02I.W42 (????/----) (00002ABD)
 >>Attachment converted: Than's Duo:TPM02F.W42 (????/----) (00002ABE)
 >>Attachment converted: Than's Duo:TPM02G.W42 (????/----) (00002ABF)

WAIS Inc

*Wide Area Information Servers
1040 Noel Drive
Menlo Park, California 94025
415-617-0444
FAX 415-327-6513*

FAX Cover Sheet

Date: October 19, 1994

To: Chris Younger
Wilson Sonsini Goodrich & Rosati

FAX: 415-354-4220
Phone: 415-496-4085

From: Brewster Kahle
WAIS Inc.

FAX: 415-327-6513
Phone: 415-617-0444

Pages Transmitted (including cover sheet): 3

Remarks:

Date: Tue, 18 Oct 1994 17:31:28 -0800
To: judy
From: Brewster@wais.com (Brewster Kahle)
Subject: please fax

judy-- pls fax this to chris. thanks! (pls include the header stuff so that he knows his email is down.

-brewster

```
>Date: Mon, 17 Oct 94 11:31:16 PDT
>From: Mailer-Daemon (Mail Delivery Subsystem)
>Subject: Returned mail: Cannot send message for 3 days
>To: <Brewster@wais.com>
>
> ----- Transcript of session follows -----
>421 ccsmtp.wsgr.com: Host ccsmtp.wsgr.com is down
>
> ----- Unsent message follows -----
>Return-Path: <Brewster@wais.com>
>Received: from [192.216.46.109] by wais.wais.com (4.1/SMI-4.1/Brent-911016)
>       id AA08214; Fri, 14 Oct 94 11:17:24 PDT
>Message-Id: <aac3b30700021004fc6a@[192.216.46.109]>
>Mime-Version: 1.0
>Content-Type: text/plain; charset="us-ascii"
>Date: Fri, 14 Oct 1994 11:16:15 -0800
>To: cyounger@ccsmtp.wsgr.com
>From: Brewster@wais.com (Brewster Kahle)
>Subject: Re: consulting agreement
>
>
>Chris,
>
>Good to meet you.  Thanks for helping clean up our sandbox.
>
>At 1:45 PM 10/13/94, cyounger@ccsmtp.wsgr.com wrote:
>>       Brewster:
>>
>>           As you requested yesterday, I am attempting to send our
>>           form consulting agreement over e-mail.  It is on WordPerfect
>>           5.1.
>
>Worked with no problems.  Imagine-- computers actually doing something
>right ;-))
>
>I read the agreement and it looks fine.
>
>
>>           If you have any questions, please call me - 493-9300.
>>           In any event, if you get this and we are successful, please
>>           either call or e-mail to let me know.  If we are successful,
>>           I will send along the form offer letter for your review and
>>           storage.
>
>send it on!
>
>>           As we suspected, at the end of the employment
>>           agreement (on the disk I brought yesterday) in an appendix
>>           is a form termination or exit agreement.
>
>Yes, got it.  thanks.
>
```

>>
>> We have tentatively decided to structure your seven
>> loans to the company as follows: 3-year, 10% annually
>> compounded interest, and prepayable. If that is agreeable,
>> we will print them up for back-dated signature and draft a
>> board resolution ratifying them.
>
>I have no problem with the interest approach (which I think means that at
>the end of a year a \$1 loan becomes \$1.10, right?). On the 3 year, I would
>like to be paid back now, so I dont know if that does that.
>
>> With respect to
>> early exercise of the options for some employees, we are
>> drafting separate agreements consistent with the Stock
>> Option Plan to reach that end.
>
>ok.
>
>>
>> I talked to Allen about the arbitration clause in the
>> offer letter. He and I agreed that because the Employee
>> Handbook includes an arbitration clause in it, such a clause
>> is unnecessary in the offer letter.
>
>Ok.
>
>>
>> Finally, we are drafting a lost instrument declaration
>> for your share certificate. I have not as yet received any
>> information from Hopkins and Carley, so if you have the
>> chance to give them a call, it might help move things along.
>
>I will call them tomorrow.
>
>>
>> Hope this works. Please call if you have any
>> questions.
>>
>> Sincerely,
>>
>> Chris Younger
>
>Thanks for the help.
>
>-brewster
>
>>
>>The following is an attached File item from cc:Mail. It contains
>>eight bit information which had to be encoded to insure successful trans-
>>mission through various mail systems. To decode the file use the UUDECODE
>>program.
>>----- Cut Here -----
>>
>>Attachment converted: Than's Duo;CONSULT2.AGT (????/----) (00002A01)
>

WAIS Inc

Wide Area Information Servers
1040 Noel Drive
Menlo Park, California 94025
415-617-0444
FAX 415-327-6513

FAX Cover Sheet

Date: 10/17/94

To: Allen Morgan

FAX: 496-4085 / 493-6811

Phone: 493-9300

From: Brewster Kahle

FAX: 327-6513

Phone: 617-0444

Pages Transmitted (including cover sheet): 3

Remarks:

Date: Sun, 16 Oct 1994 18:09:13 -0800
To: judy
From: Brewster@wais.com (Brewster Kahle)
Subject: Returned mail: Cannot send message for 3 days

Judy--

Could you FAX this to Allen? Their email system is down. (Please include this header).

-brewster

>Date: Sun, 16 Oct 1994 01:17:25 -0700
>From: Mailer-Daemon@netcom.com (Mail Delivery Subsystem)
>Subject: Returned mail: Cannot send message for 3 days
>To: <Brewster@wais.com>
>
>The original message was received at Wed, 12 Oct 1994 08:40:35 -0700
>from root@wais.wais.com [192.216.46.98]
>
> ----- The following addresses had delivery problems -----
><amorgan@wsgr.com> (unrecoverable error)
>
> ----- Transcript of session follows -----
><amorgan@wsgr.com>... Deferred: Connection reset by peer with ccsmtp.wsgr.com.
>Message could not be delivered for 3 days
>Message will be deleted from queue
>
> ----- Original message follows -----
>Return-Path: <Brewster@wais.com>
>Received: from wais.wais.com by netcomsv.netcom.com with SMTP (8.6.4/SMI-4.1)
> id IAA13026; Wed, 12 Oct 1994 08:40:35 -0700
>Received: from by wais.wais.com (4.1/SMI-4.1/Brent-911016)
> id AC11736; Wed, 12 Oct 94 08:42:33 PDT
>Message-Id: <aac1b885060210047e39@[192.190.111.211]>
>Mime-Version: 1.0
>Content-Type: text/plain; charset="us-ascii"
>Date: Wed, 12 Oct 1994 08:41:21 -0800
>To: amorgan@wsgr.com
>From: Brewster@wais.com (Brewster Kahle)
>Subject: Re: Information
>
>
>just a followup on our conversation.
>
>
>At 3:37 PM 10/10/94, amorgan@wsgr.com wrote:
>> Brewster,
>>
>> We (my associate who will be part of the WAIS team here,
>> Chris Younger and I) have completed our review of the
>> documents that the company provided us at the board meeting.
>> There are a number of questions that have arisen. We need
>> to sit down with you on the phone or in person to review
>> them. Could you please give us a call at your earliest
>> convenience?
>
>I hope this happens today. Also looking forward to the "canned" company
>handbook, offer letters, non-disclosure forms, employee contracts,
>contractor contracts and any other forms that we should use in our
>business.
>
>>

>> Also, any further word on Mr. Dunn?

>

>I will try to reach him today.

>

>>

>> Did you get a chance to send the letter to Hopkins & Carley
>> requesting that they send us the company's files?

>

>Yes, it has gone out.

>

>>

>> Regards,

>>

>> Allen

>

150 ALMADEN BOULEVARD
FIFTEENTH FLOOR
SAN JOSE, CALIFORNIA 95113-2089

**HOPKINS
&
CARLEY**
A LAW CORPORATION

TELEPHONE: (408) 286-9800
FACSIMILE: (408) 998-4790
EASYLINK: 62985239

October 17, 1994

VIA HAND DELIVERY

Christopher J. Younger, Esq.
Wilson, Sonsini, Goodrich & Rosati
650 Page Mill Road
Palo Alto, CA 94304-1050

Re: Wide Area Information Servers, Inc. - Transfer of Files

Dear Mr. Younger:

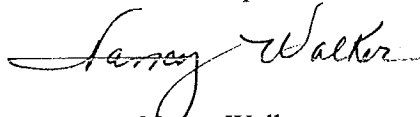
At the request of Mr. Brewster Kahle, please find enclosed the general corporate files, corporate minute book, stock book, and corporate seal for Wide Area Information Servers, Inc. We also have several trademark files that are currently in the process of being photocopied, which will also be forwarded to you as soon as is reasonably possible.

Meanwhile, we will appreciate your acknowledging receipt of the corporate files, minute and stock books, and corporate seal by signing the enclosed copy of this letter and returning it to us in the envelope provided.

If you have questions concerning the enclosed files or the status of the trademark files, please contact me directly at 408/299-1324.

Very truly yours,

HOPKINS & CARLEY
A Law Corporation



Nancy Walker
Secretary to Wayland M. Brill

Enclosures

RECEIPT ACKNOWLEDGED:

(Name)

(Date)

0013723.01

cc: Brewster Kahle
Wayland M. Brill, Esq.